

3-039A040

February 8, 1993

RECORDATION NO. 15336-F
FILED 1425

FEB 8 1993 1-35 PM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation in your office pursuant to the provisions of 49 U.S.C. 11303 are two original counterparts of a Partial Termination and Release of Security Interest dated as of February 5, 1993 (the "Release"), a secondary document as defined in the Interstate Commerce Commission's Rules for the Recordation of Documents, 49 C.F.R. §1177. The primary document to which the enclosed Partial Release is connected is that certain Security Agreement (Equipment Mortgage and Assignment of Leases) dated as of October 11, 1987 by WCL Railcars, Inc. ("Railcars") in favor of The Bank of New York (formerly known as Irving Trust Company) ("BNY") (Recordation Number 15336; Recorded on October 20, 1987), as amended and restated pursuant to that certain Amended and Restated Security Agreement (Equipment Mortgage and Assignment of Leases) dated November 23, 1992 by Railcars in favor of BNY, as agent (Recordation Number 15336-F; Recorded on December 10, 1992).

The name and address of the party to the enclosed Partial Release is as follows:

Secured Party: The Bank of New York
One Wall Street
New York, New York 10286

The property covered by the enclosed Partial Release includes solely the railroad cars identified on attached Schedule I, which are subject to the Security Agreement (as amended and restated) filed under Recordation Number 15336 and 15336-F by virtue of the after-acquired property clause set forth in the Security Agreement (as amended and restated).

Please return any stamped original counterparts of the enclosed Partial Release not required for your files to Charles Kappler, Alvord & Alvord, 200 World Trade Center Building, 918 Sixteenth Street, N.W., Washington, D.C. 20006-2973.

Enclosed is a check in the amount of \$16 payable to the order of the Interstate Commerce Commission covering the recordation fee.

A short summary of the equipment covered by the enclosed secondary document to appear in the Interstate Commerce Commission's files is as follows:

300 rebuilt plate B 70-ton boxcars bearing WC road numbers 27000-27299 (inclusive) (and formerly bearing RBOX and SOU road numbers in the 14000 series) and 71 rebuilt 70-ton plate C boxcars bearing SSAM road numbers 47000-47070 (inclusive) (and formerly bearing DM road numbers in the 2400 series).

The Bank of New York

By: _____

A handwritten signature in dark ink, appearing to be 'S. R. R.', is written over a horizontal line.

SCHEDULE I

300 Rebuilt Plate B 70-Ton 50' Boxcars, as follows:

Current Numbers:	WC 27000-27299 (inclusive)
Prior Numbers:	RBOX and SOU marks, numbered as set forth in Attachment I

71 Rebuilt Plate C 70-Ton Boxcars, as follows:

Current Numbers:	SSAM 47000-47070 (inclusive)
Prior Numbers:	DM marks, numbered as set forth in Attachment II

ATTACHMENT I

14000	14154	14332	14515	14672	14824	14944
14004	14157	14333	14521	14675	14827	14945
14005	14160	14336	14528	14681	14828	14954
14006	14162	14339	14530	14685	14829	14957
14010	14163	14341	14531	14687	14836	14959
14015	14165	14342	14533	14693	14839	14969
14018	14189	14344	14537	14695	14841	14973
14019	14200	14353	14546	14703	14844	14978
14023	14201	14355	14553	14704	14852	14984
14026	14203	14360	14558	14707	14853	14985
14028	14204	14369	14562	14710	14855	14989
14031	14209	14371	14567	14711	14856	14996
14032	14215	14376	14569	14714	14860	14997
14035	14216	14385	14571	14716	14861	
14039	14223	14387	14572	14720	14862	
14053	14226	14399	14574	14722	14863	
14054	14242	14400	14576	14731	14865	
14056	14243	14403	14579	14732	14866	
14058	14248	14406	14581	14733	14869	
14068	14251	14407	14587	14734	14871	
14073	14252	14408	14589	14736	14873	
14075	14253	14409	14590	14749	14874	
14080	14264	14411	14595	14753	14876	
14081	14266	14413	14596	14754	14877	
14083	14271	14417	14601	14756	14878	
14085	14277	14420	14602	14758	14879	
14087	14282	14425	14603	14760	14880	
14088	14286	14426	14604	14762	14881	
14090	14287	14429	14607	14764	14882	
14091	14289	14430	14610	14765	14894	
14098		14437	14615	14770	14902	
14099	14293	14439	14625	14773	14906	
14104	14296	14442	14628	14778	14907	
14107	14298	14459	14633	14781	14908	
14108	14300	14461	14634	14786	14909	
14109	14302	14473	14637	14787	14910	
14111	14307	14475	14638	14788	14912	
14118	14308	14478	14639	14789	14914	
14119	14310	14479	14644	14795	14915	
14122	14313	14484	14645	14796	14921	
14123	14318	14486	14647	14797	14922	
14135	14319	14487	14648	14798	14925	
14136	14321	14488	14657	14801	14929	
14138	14322	14505	14658	14805	14930	
14140	14323	14508	14659	14813	14933	
14143	14325	14509	14665	14818	14938	
14151	14327	14511	14666	14819	14941	
14152	14328	14512	14671	14822	14943	

ATTACHMENT II

2400	2427	2450	2477
2401	2429	2451	2478
2402	2431	2452	2479
2403	2432	2453	2480
2405	2433	2454	2481
2406	2435	2455	2484
2409	2436	2457	2486
2410	2437	2480	2487
2411	2438	3461	2489
2414	2440	2462	2491
2416	2441	2463	2492
2417	2442	2465	2493
2418	2443	2466	2494
2419	2444	2467	2495
2421	2445	2469	2496
2422	2446	2471	2497
2423	2448	2473	2499
2424	2449	2476	

Interstate Commerce Commission
Washington, D.C. 20423

2/8/93

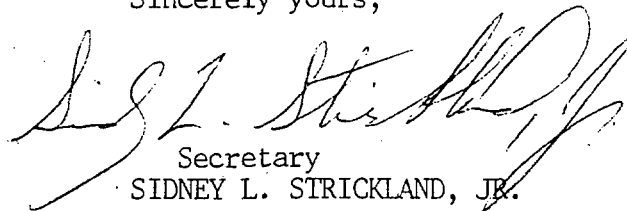
OFFICE OF THE SECRETARY

**Charles T. Kappler
Alvord & Alvord
200 World Trade Center N Building
918 16th St. N.W.
Washington, D.C. 20006-2973**

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **2/8/93** at **1:35pm**, and assigned recordation number(s). **15336-H & 15496-E**

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

2/8/93

RECORDATION NO. 15336-14 FILED 1425

FEB 8 1993 1:35 PM

PARTIAL TERMINATION AND RELEASE
OF SECURITY INTEREST

INTERSTATE COMMERCE COMMISSION


The undersigned, The Bank of New York (formerly known as Irving Trust Company) ("BNY"), for good and valuable consideration, the receipt and sufficiency of which is acknowledged, terminates, releases and discharges its security interest, lien, chattel mortgage and other interest in and to the railway cars and other rolling stock specifically identified on attached Schedule I to this Partial Termination and Release (the "Equipment"), which security interest was granted pursuant to the following agreement, previously recorded with the Interstate Commerce Commission ("ICC"): that certain Security Agreement (Equipment Mortgage and Assignment of Leases) dated as of October 11, 1987 by WCL Railcars, Inc. ("Railcars") in favor of BNY (Recordation Number 15336; Recorded on October 20, 1987), as amended and restated pursuant to that certain Amended and Restated Security Agreement (Equipment Mortgage and Assignment of Leases) dated November 23, 1992 by Railcars in favor of The Bank of New York, as agent (Recordation Number 15336-F; Recorded on December 10, 1992).

The Equipment is covered by and subject to the Security Agreement (as amended and restated) identified above by virtue of the after-acquired property clause set forth in the Security Agreement (as amended and restated).

The security interest, chattel mortgage and other interests being terminated and released pertain solely to the Equipment; BNY's security interest, chattel mortgage and other interests granted pursuant to the Security Agreement (as amended and restated) identified above, with respect to collateral other than the specified Equipment, otherwise remain intact and unaffected by this partial termination and release.

Executed as of this 8th day of February, 1993.

The Bank of New York

By: 
Its: Vice President

State of New York)
) ss:
County of New York)

On this 2nd day of February, 1993, before me personally appeared John J. Jordan, to me personally known, who, being by me duly sworn, says that (X)he is a Vice President of The Bank of New York, that (X)he is duly authorized to sign the foregoing instrument on behalf of The Bank of New York, and that said instrument was signed on behalf of The Bank of New York, and (X)he acknowledged that the execution of the foregoing instrument was the free act and deed of The Bank of New York.

(Notarial Seal)

Richard W. Katz
Notary Public

RICHARD W. KATZ
Notary Public, State of New York
No. 31-4708896
Qualified in New York County
Term Expires 10-31-93

My Commission Expires: 10-31-93

SCHEDULE I

300 Rebuilt Plate B 70-Ton 50' Boxcars, as follows:

Current Numbers:	WC 27000-27299 (inclusive)
Prior Numbers:	RBOX and SOU marks, numbered as set forth in Attachment I

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